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1 **ORIGINAL** BEFORE THE ARIZONA CORPORATION COMMISSION

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2 **COMMISSIONERS**

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2008 OCT 15 A 11:38

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

8 IN THE MATTER OF THE APPLICATION OF
9 PALO VERDE UTILITIES COMPANY FOR AN
10 EXTENSION OF ITS EXISTING CERTIFICATE
11 OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

12 IN THE MATTER OF THE APPLICATION OF
13 SANTA CRUZ WATER COMPANY FOR AN
14 EXTENSION OF ITS EXISTING CERTIFICATE
15 OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-04-0767

16 **NOTICE OF FILING IN COMPLIANCE WITH**
17 **DECISION NO. 67830**
18 **(Acquisition Schedule)**

19 Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water
20 Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the
21 attached Acquisition Schedule. Please note that Global Water, Inc. has purchased all outstanding
22 shares of Balterra Sewer Corp. on May 7, 2008 and the formation of Global Water - Picacho Cove
23 Water Company and Global Water - Picacho Cove Utilities Company was approved by the
24 Arizona Corporation Commission ("ACC") in April 2008.

25 RESPECTFULLY submitted this 15th day of October 2008.

ROSHKA DEWULF & PATTEN, PLC

Arizona Corporation Commission
DOCKETED

OCT 15 2008

DOCKETED BY

By

Michael W. Patten

Timothy J. Sabo

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Original + 15 copies of the foregoing
filed this 15th day of October 2008, with:

Docket Control
ARIZONA CORPORATION COMMISSION
1200 West Washington
Phoenix, Arizona 85007

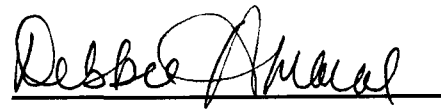
Copies of the foregoing hand-delivered/mailed
this 15th day of October 2008, to:

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Phoenix, Arizona 85007

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Compliance Manager
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Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

Global Water Inc. purchased all of the outstanding shares of Balterra Sewer Company on May 7th, 2008.
The formation of Picacho Cove Water and Picacho Cove Utilities companies was approved by the ACC on April 8th, 2008

PART 2

As of 31 August 2008, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$78,875,607	100%	\$68,512,596	100%
	<u>\$78,875,607</u>	<u>100%</u>	<u>\$68,512,596</u>	<u>100%</u>
Francisco Grande				
	Amount	%	Water Utility of Greater Buckeye	
Long-Term Debt*	\$0	0%	\$122,989	12%
Equity**	\$35,820	100%	\$938,228	88%
	<u>\$35,820</u>	<u>100%</u>	<u>\$1,059,215</u>	<u>100%</u>
Valencia Water Co				
	Amount	%	Water Utility of Greater Tonopah	
Long-Term Debt*	\$2,087,586	41%	\$242,315	10%
Equity**	\$3,002,115	59%	\$2,238,382	90%
	<u>\$5,089,681</u>	<u>100%</u>	<u>\$2,478,677</u>	<u>100%</u>
Willow Valley Water Co				
	Amount	%	Water Utility of North Scottsdale	
Long-Term Debt*	\$235,257	11%	\$0	0%
Equity**	\$1,941,651	89%	(\$22,163)	100%
	<u>\$2,176,908</u>	<u>100%</u>	<u>(\$22,163)</u>	<u>100%</u>
Hassayampa Utility Co				
	Amount	%	CP Water Co.	
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$1,216,837	100%	(\$806)	100%
	<u>\$1,216,837</u>	<u>100%</u>	<u>(\$806)</u>	<u>100%</u>
Picacho Cove Water				
	Amount	%	Picacho Cove Utilities	
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$54,301	100%	\$124,787	100%
	<u>\$54,301</u>	<u>100%</u>	<u>\$124,787</u>	<u>100%</u>
Balterra Sewer				
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,474,562	100%		
	<u>\$1,474,562</u>	<u>100%</u>		

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X  13 Oct 08
Signature of owner or official/date

X  13 Oct 08
Signature of owner or official/date